



Dear Members of the Neurological Alliance,

I am writing on behalf of the Neurological Alliance Board of Trustees to invite you to the charity's 2010-11 Annual General Meeting (AGM). The AGM will be held on Tuesday 22 November 2011, 11.00 to 16.30 at the National Council for Voluntary Organisations, Regent's Wharf, 8 All Saints Street, London N1 9RL.

We have enclosed the following documents which we are legally obliged to send every member of the charity.

The pack contains:

- Notice of the meeting, including a Form of Proxy to be completed if you are unable to attend the AGM
- AGM 2010-11 agenda
- Minutes of AGM 2009-10
- Trustee candidate biographies
- Ordinary Resolutions
 - Receiving of Annual Report and Accounts 2010-11
 - Appointment of Independent Examiners
 - Election of Trustees
- Special Resolution
 - Adoption of proposed Articles of Association

What we want you to do

1. Book your place by 11 November

The AGM will be taking place from 11.00 to 12.30 and it will be followed by lunch and a members' meeting from 13.30 to 16.30. This event will be an opportunity for you to learn about *Engaging and shaping our NHS and Social Care*.

Spaces are available for one representative from each organisation. Additional spaces may be available upon request. Each member organisation is entitled to one vote.

To book your place or download the AGM agenda and members' meeting agenda, visit www.neural.org.uk/events/191-AGM-2011 and return a completed booking form.

2. Provide your input by 18 November

We invite your input on the Minutes of the Annual General Meeting 2010-11

I hope we will see you at the AGM but if you are unable to attend, please forward any questions you may have to Arlene Wilkie, the Alliance's Chief Executive, at arlene.wilkie@neural.org.uk or by post to Dana Centre, 165 Queen's Gate, London SW7 5HE.

Yours sincerely,



Steve Ford
Chair, Neurological Alliance

**THE NEUROLOGICAL ALLIANCE
COMPANY LIMITED BY GUARANTEE
(COMPANY NUMBER: 02939840)**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting of The Neurological Alliance (the **Charity**) will be held at the National Council for Voluntary Organisations, Regent's Wharf, 8 All Saints Street, London N1 9RL on 22 November 2011 at 11:00 to consider and, if thought fit, to pass the following resolutions:

1. Ordinary Resolutions

- 1.1 to receive the report of the Trustees and accounts for the financial year ending 30 June 2011 and the report of the Independent Examiner (enclosed);
- 1.2 to re-appoint H.W. Fisher as the Charity's Independent Examiner to hold office from the conclusion of the meeting for a further year at a remuneration to be determined by the Trustees;
- 1.3 to re-elect the following Trustee who having reached the end of her term is standing down and putting herself forward for re-election:
 - 1.3.1 Nicola Russell;
- 1.4 to elect the following as a Trustee of the Charity:
 - 1.4.1 Jon Barrick;
 - 1.4.2 Farah Nazeer;
 - 1.4.3 Amanda Swain.

2. Special Resolution

- 2.1 to adopt new Articles of Association of the Charity in the form attached to this notice which shall replace the existing Articles and those parts of the Memorandum of Association transferred to the Articles by the operation of the Companies Act 2006.

By order of the Board



Steve Ford
Chair of the Trustees

1 November 2011

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Appointment of proxies

- 1.1 As a member of the Charity and in accordance with changes to legislation under the Companies Act 2006 (the **Act**) you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. Enclosed with this note is a proxy form to enable you to exercise this right. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 1.2 A proxy does not need to be a member of the Charity but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 1.3 If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the Meeting.

2. Appointment of proxy using hard copy proxy form

- 2.1 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
- 2.2 To appoint a proxy using the proxy form, the form must be:
- completed and signed;
 - sent to The Neurological Alliance, Dana Centre, 165 Queen's Gate, London SW7 5HE; and
 - received by the Charity no later than 12 pm on 18 November 2011.
- 2.3 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

3. Changing proxy instructions

- 3.1 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 3.2 Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Arlene Wilkie at The Neurological Alliance, Dana Centre, 165 Queen's Gate, London SW7 5HE.

- 3.3 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

4. Termination of proxy appointments

- 4.1 In order to revoke a proxy instruction you will need to inform the Charity by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The Neurological Alliance, Dana Centre, 165 Queen's Gate, London SW7 5HE. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 4.2 The revocation notice must be received by the Charity no later than 12 pm on 18 November 2011.
- 4.3 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- 4.4 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

5. Communication

- 5.1 Except as provided above, members who have general queries about the Meeting should contact The Neurological Alliance, Dana Centre, 165 Queen's Gate, London SW7 5HE (no other methods of communication will be accepted).
- 5.2 You may not use any electronic address provided either:
- in this notice of annual general meeting; or
 - any related documents (including the proxy form),

to communicate with the Charity for any purposes other than those expressly stated.

**FORM OF PROXY FOR THE
ANNUAL GENERAL MEETING OF
THE NEUROLOGICAL ALLIANCE
COMPANY LIMITED BY GUARANTEE
(COMPANY NUMBER: 02939840)**

Before completing this form, please read the explanatory notes to the notice of the AGM

I /We* (organisation name)

being a member of the Charity appoint the Chairman of the meeting or (proxy name)

as my/our* proxy to attend, speak and vote on my/our* behalf at the Annual General Meeting of the Charity to be held on 22 November at 11:00 and at any adjournment of the meeting.

I/We* direct my/our* proxy to vote on the following resolutions as I/we* have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we* authorise my/our* proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

This form may be used in respect of the resolutions mentioned below as follows:

1. ORDINARY RESOLUTIONS	For	Against
1.1 to receive the report of the Trustees and accounts for the financial year ending 31 December 2010 and the report of the Independent Examiner (enclosed);		
1.2 to re-appoint H.W. Fisher as the Charity's Independent Examiner to hold office from the conclusion of the meeting for a further year at a remuneration to be determined by the Trustees;		
1.3 to re-elect the following Trustee who having reached the end of her term is standing down and putting herself forward for re-election:		
1.3.1 Nicola Russell;		
1.4 to elect the following as a Trustee of the Charity:		
1.4.1 Jon Barrick;		
1.4.2. Farah Nazeer;		
1.4.3 Amanda Swain.		
2. SPECIAL RESOLUTION		
2.1 to adopt new Articles of Association of the Charity in the form attached to this notice which shall replace the existing Articles and those parts of the Memorandum of Association transferred to the Articles by the operation of the Companies Act 2006.		

Date:

Signature:
 (member/ authorised representative)* delete as applicable

Print name:
 (member/ corporate member)* delete as applicable

Print address:

Neurological Alliance Annual General Meeting

Tuesday 22 November 2011, 11.00-12.30

National Council for Voluntary Organisations

Regent's Wharf, 8 All Saints Street, London N1 9RL

10.30 – 11.00 Arrival and registration

AGM Agenda

Chair: Steve Ford

- 1. Welcome, apologies and opening comments**
- 2. Minutes of the Annual General Meeting 2010-11**
- 3. Matters arising**
- 4. Review of the year**
- 5. Financial review of the year**
- 6. Resolutions 2011**
 - 6.1 Receiving of Annual Report and Accounts for the year ending 30 June 2011
 - 6.2 Appointment of Independent Examiners
 - 6.3 Election of Trustees
 - 6.4 Adoption of new Articles of Association
- 7. Any other business**
- 8. Date of next AGM: Tuesday 20 November 2012**

CLOSE

AGM to be followed by:

12.30 - 13.30 Lunch, available for all delegates
13.30 - 16.30 *Engaging and Shaping our local NHS and Social Care Members' meeting*

Minutes of the 2009-2010 Neurological Alliance Annual General Meeting

held on Friday 4 February 2011, 12.30-13.10, at The Diana, Princess of Wales Memorial Fund, County Hall, Westminster Bridge Road, London SE1 7PB.

Endorsed for accuracy by the Neurological Alliance Board of Trustees on Tuesday 19 April 2011.

Present: Neurological Alliance Board of Trustees

Dr. Kirstine Knox (Chair), Chief Executive, MND Association; Sue Millman (Vice-Chair), Chief Executive, Ataxia UK; Simon Gillespie (Treasurer), Chief Executive, MS Society; Andrew Ketteringham; Director, External Affairs, Alzheimer's Society; Fred Davison, West Berkshire Neurological Alliance; Maureen Kelly, Chief Executive, Neurosupport; Michael Koe, Chairman, PSP Association; Philip Lee, Chief Executive, Epilepsy Action; Nicola Russell, Director of Services, MS Trust; Sharon Wood, General Secretary, Joint Epilepsy Council.

Members of the Neurological Alliance

Angus Somerville, Royal Hospital for Neurodisability; Nicola O'Brien, Alzheimer's Society; Jillie Abbott, Trigeminal Neuralgia Association UK; John Chandler, PSP Association; Kate Scurr, The Migraine Trust; Lew Gray, Transverse Myelitis Society; Marie Oxtoby, Greater Manchester Neurological Alliance.

In attendance: Arlene Wilkie, Chief Executive, Neurological Alliance; Tahani Saridar, Policy and Administration Officer, Neurological Alliance.

1. Welcome and opening comments

Dr. Kirstine Knox, Chair, welcomed members to the meeting and thanked all who were involved in helping organise the day.

Kirstine expressed gratitude for the active commitment that Trustees and member organisation staff have made in 2009-10 to working collectively through the Alliance.

Mention was made of the active and prolific work of the members of the Policy Group and the newly established Communications Group, who achieved a huge amount both internally and externally.

Particular thanks were given to Clare Moonan and Kate Smith, acting Chief Executives of the Neurological Alliance from January to October 2010 for their hard work and dedication. Thanks were also given to Parkinson's UK and MS Society for allowing Clare and Katie to be seconded to the Alliance.

Apologies for absence

Apologies had been received from **Steve Ford**, Chief Executive, Parkinson's UK (Trustee); **Russell Stronach**, Northern Neurological Alliance (Trustee); **Laura Weir**, MS Society; and **Yvonne Trace**, Greater Manchester Neurological Alliance.

2. Minutes of the Annual General Meeting of 24 November 2009

The meeting approved the minutes as a true and accurate record of the Annual General Meeting of the Neurological Alliance held on 24 November 2009.

Proposed by: Michael Koe; Seconded by: Sharon Wood.

There were no matters arising from the minutes of the 2009 AGM.

3. Brief review of the year

(i) National review of the year

Kirstine Knox elaborated on the information given in the Alliance's Annual Review, providing an outline of the current environment.

- The external environment is in a state of flux for health and social care.
 - The national workshop will review both.
- The Alliance made progress on the Manifesto asks at the start of the year.
 - We have not achieved a National Clinical Director, and so are co-hosting a National Leadership Group with the DH to push forward neurological issues.
- Looking across the sector, the Alliance has done remarkably well in getting access to key people, such as Ministers and Civil Servants.
- The Alliance and its members have been active in raising voices jointly.
- The Care Quality Commission has stated that neurology is not off the agenda, and this is reflected in the reference to a selection of neurological conditions in the Outcomes Framework.
- The Alliance welcomes a new Chief Executive, Arlene Wilkie, to the Alliance. Arlene will be commencing her role on 28 February and stated:

'I look forward to hearing members' ideas for the Alliance. I am eager to begin working with member organisations to make the Alliance a stronger collaborative campaigning force.'

(ii) Regional Development Project

Sue Millman elaborated on the information given in the Alliance's Annual Review and updated members on activities relating to the project further to 30 June 2010, the end period of the report.

- The Alliance was successful in recruiting a Northern RNA PAL, Lynda Poole, who has been invaluable to the project. A Southern RNA PAL has yet to be recruited;
- Nicolette Williams, Regional Development Manager, unfortunately became unwell in August 2010 and has left the Alliance;
- The Board of Trustees has discussed how to take the project forward and Regional Neurological Alliances (RNAs) will also inform this discussion in the afternoon members' meeting RNA workshop;

- RNAs have been very active, and there was the opportunity to share their progress and experiences at the Northern and Southern RNA conversations that were held at the end of 2010. Good recommendations were made at these meetings for taking the project forward;
- A changing political landscape means that RNAs have had to change the way they work;
- The Alliance will ask the Department of Health (DH) for an extension to the project completion date.

4. Financial review of the year

As the Treasurer, Simon Gillespie presented on the financial health of the Neurological Alliance. Simon confirmed that he considered the Alliance to be in sound financial health.

Simon explained the intention of the Alliance to explore further fundraising options to help us grow and develop.

All financial information discussed was included in the Alliance's Annual Report 2009-10.

In response to questions from members, Simon explained:

- Regional Development Project expenditure is offset by DH funding;
- The Alliance pays no rent as Professor Colin Blakemore kindly negotiated a space rent free at the Dana Centre, a centre focused on the communication of science. This allows the Alliance to offer its members a hotdesk for days they require a working space in London and access to free meeting rooms. Members should email admin@neural.org.uk for more information.

5. Resolutions

(i) Adoption of Annual Report and Accounts for the year ending 30 June 2010

The Neurological Alliance's Annual Report, including the statement of financial activities, has been confirmed as true and accurate by our Independent Examiners, H.W. Fisher and was approved in full by Neurological Alliance members.

Proposed: Andrew Ketteringham; Seconded: Nicola Russell.

(ii) Election of Trustees

According to the rules of the Alliance, the three existing Trustees who had been longest standing without re-election were required to stand for re-appointment to the Board of Trustees at our AGM. As more than three Trustees have served for an equally long period, those to stand were chosen randomly. The following Trustees successfully stood for this:

Simon Gillespie, MS Society
Sue Millman, Ataxia UK

Re-elected Trustee
Re-elected Trustee

The following candidates successfully stood for election as new Trustees of the Neurological Alliance:

Angus Somerville, Royal Hospital for Neuro-disability
Proposed by: Sally Taber; Seconded by: Michael Koe.

The following Trustees were not required to stand for election and have agreed to remain Trustees for the year to come:

Kirstine Knox , MND Association	Existing Trustee
Maureen Kelly , Neurosupport	Existing Trustee
Nicola Russell , MS Trust	Existing Trustee
Phil Lee , Epilepsy Action	Existing Trustee
Russell Stronach , Northern Neurological Alliance	Existing Trustee
Steve Ford , Parkinson's UK	Existing Trustee
Sharon Wood , Joint Epilepsy Council	Existing Trustee

The following Trustees stood down from the Neurological Alliance Board of Trustees:

Michael Koe, PSP Association
Fred Davison, West Berkshire Neurological Alliance

Kirstine sincerely thanked Michael and Fred for all their support over the years.

The appointment of the Chair of the Alliance is the responsibility of the Trustees, and will be considered at the 19 April meeting of the Board of Trustees.

(iii) *Appointment of Regional Trustee*

The role of Regional Trustee is annually re-elected by Regional Neurological Alliances. No nominations to Regional Trustee were forthcoming, and discussion of the role would occur at the afternoon members' meeting RNA workshop.

(iv) *Appointment of Independent Examiners*

The Alliance's turnover means that a full audit is not legally required and independent examination is sufficient. The Alliance will continue to undertake an independent examination, rather than a full audit, in 2010-11.

H.W. Fisher was re-appointed the Alliance's Independent Examiner.

6. Any other business

Marie Oxtoby extended thanks to Nicolette Williams on behalf of the RNAs. They appreciate the work she has delivered, are sorry she is gone and wish her the best for the future.

7. Date of next AGM

The next Annual General Meeting will be held on **Tuesday 22 November 2011**. The venue will be confirmed as soon as possible.

Election of Trustees

Thank you to Trustees standing down

Under article 29 in our Articles of Association, one third of our Trustees must stand for re-election, to be decided by the length of time they have acted in this role without undergoing such. These are:

- Nicola Russell, Director of Services, MS Trust
- Kirstine Knox, Chief Executive, MND Association
- Russell Stronach, Northern Neurological Alliance

We are pleased to announce that Nicola is standing for re-election.

On behalf of the Neurological Alliance, the Chair offers his thanks to Kirstine Knox, who will be stepping down from her role as Trustee after serving five years. Kirstine is thanked in particular for her valuable role as Chair.

Thanks also go to Russell Stronach, who will be stepping down from the Board after three years.

Election of Trustees

We are pleased to announce that we have received four nominations to the Board of Trustees for the four positions available.

In accordance with item 32(1) of our Articles of Association, nominees have been endorsed by the member organisation to which they belong and have been recommended by Trustees.

As this is a non-competitive election, members will not be invited to vote, but will be asked to ratify the appointment of the nominated Trustees at the AGM.

A pen profile of the nominees is below.

1. Jon Barrick BSc, MBA, FCMI, Chief Executive, The Stroke Association

Jon is Chief Executive of The Stroke Association, the UK wide charity dealing with all aspects of stroke.

Jon is a member of the UK Stroke Forum Steering Committee. He has been Secretary of the Stroke Alliance for Europe (SAFE), a coalition of 20 Stroke Patient organisations across Europe for the last 4 years. He is also Chair for the UK Stroke Assembly group of stroke charities, organising meetings and conferences for stroke survivors and their families

He is a member of the English DH Stroke Strategy Implementation Group, the Intercollegiate Working Party on Stroke, the British Association of Stroke Physicians Committee on clinical standards, and of the World Stroke Organisation Board.

The Stroke Association provides over 390 NHS funded projects to stroke survivors and their families, and has over 370 affiliated stroke clubs throughout the country, and for the last 20 years has funded the majority of research into stroke in the UK. Each year The Stroke Association works with over 40,000 stroke survivors and their families directly.

Previously, Jon was UK Director of Community Services for 15 years at RNIB, which built on previous experiences in local, central government and the private sector. He has been Trustee with a host of various organisations in the past including jointly chairing the Neurological Alliance and being a Trustee of the Association of Medical Research Charities (over 150 charities researching medical conditions).

The Stroke Association is affiliated to National Voices, part of the Richmond Group of charities and the Care and Support Alliance.

In 2005, The Stroke Association won Medical Charity of the Year, in 2006 best Healthcare and Medical Research charity, and was shortlisted into the top 6 for all 3 categories of Britain's most admired charity. In 2008, The Stroke Association was again shortlisted as Britain's best healthcare and medical research Charity. In 2007 and 2008, The Stroke Association was shortlisted to the final six as Britain's Best charity. In 2009, the Charity was shortlisted for 3 top awards, including Britain's best Social Enterprise charity, for the award of having made the biggest impact on improving life in Britain, and as Britain's best Medical charity.

2. Farah Nazeer, Director of External Affairs, MND Association

I have over 18 years of public affairs, policy development and campaigning experience. I am Director of External Affairs at the Motor Neurone Disease Association with responsibility for policy development, public affairs, advocacy, campaigning, media, profile and awareness. Prior to joining the MND Association I worked for the British Retail Consortium, heading their environmental policy; the Women's Institute, heading their Political Affairs and Campaigns Department, working on human rights, gender equality, trade justice and fair trade, reduction of toxic chemicals and climate change. I have also worked for the Department for International Development and the European Union, managing projects to support the rights of Romany communities in Central and Eastern Europe. In the London May 2010 local elections I was elected a ward councillor

I have worked closely with the Neurological Alliance for the past three years to campaign, advocate and raise awareness on behalf of people with neurological conditions. I am committed to improving quality of life for people living with neurological conditions, and to representing and supporting the Neurological Alliance as I believe its success is critical to achieving real outcomes for people with neurological conditions.

As the strategic lead for external affairs for the MND Association I can bring my experience to support the Neurological Alliance to develop its strategic plan, public facing campaigns, set its goals, identify outcomes and measure its progress, ensuring that activity is compliant with relevant legislation.

I am responsible for brand development, reputation and profile at the MND Association and will bring this experience to support the development of the Neurological Alliance profile and brand.

Having experience of being a (past) trustee for several charities and as a current local authority member I will bring experience of governance and financial management to the Neurological Alliance, as well as an understanding of the implications of localism and local authority decisions on people with neurological conditions.

If elected, I will do my utmost to support the Neurological Alliance to deliver tangible outcomes for people affected by neurological conditions.

3. Nicola Russell, Special Projects Director, MS Trust

I have been a Trustee of the Neurological Alliance since 2004.

It has been a privilege to serve as a Trustee and I hope that in that time I have contributed to raising the profile of neurological conditions and also the needs of people with neurological conditions and their families. A lack of understanding of the consequences of a neurological diagnosis along with a fair allocation of NHS resources remains a major focus for the Alliance activities.

I have been part of the newly formed Regional Development Steering Committee and believe fundamentally that the Neurological Alliance needs to work closely with the regional alliances to ensure a coordinated approach and maximum effectiveness.

I was part of the recruitment panel which led to the recruitment of the new Chief Executive, Arlene, and for this reason I would like to continue as a Trustee for a little longer to support her as she settles into her new role.

My work in the neurological field has been as Director of Services for the MS Trust a role I have held for the last 12 years. However, in the last few weeks that role has changed and I have shed my line management responsibilities taking on a special projects role. This should allow me more time to focus on the key issues of importance to people with MS and other neurological conditions.

I hope that the members of the Neurological Alliance will see fit to vote for me to continue as a Trustee for a further term.

4. Amanda Swain, Executive Committee Member, UKABIF

I am a practicing Clinician (Consultant Allied Health Professional), a Master in Health Laws and a service user. My employment through 32 years includes over 20 years in the area of neurological rehabilitation with a focus on acquired brain injuries. Since the 1990's I have been in Executive and Senior Management positions including Executive Director, Project Director, Service and Professional Leader, National Services Advisor (UK and New Zealand), Board Member and Trustee. But I have maintained my clinical caseload in neurological rehabilitation as remaining in touch with the individuals I care passionately about and the service they receive has always been a priority to me.

My experience in the development and management of services is in the NHS and the Independent and Voluntary Organisation sectors of the UK and Internationally. In each position or project my skills in engaging stakeholders, communicating and implementation of strategic vision have been highly valued. In addition my qualifications, background and network have given me confidence to work with the full range of hierarchy in health, social care, legal professions and government departments. I have years of experience engaging people or services with collaborative practice and strong direction based upon analysis of information to give clarity to requirements.

I contributed to papers, reviews and investigations where good practices, standards of care and practice guidelines have been formulated including the Health Care Commission (HCC), standards for Brain Injury rehabilitation services in the UK and New Zealand, the Health Quality Standards, NHS/DoH projects including National Service Framework for long term conditions (2001 – 2004), the Royal College of Physicians publication of guidelines on PVS and Coma (2000 – 2003), House of Commons Health Select Committee enquiries (2001, 2003, 2004) and National Trauma Services overview (2009- 2010).

I have been an Executive board member of the UK Acquired Brain Injury (UKABI) Forum from 2006 and a Trustee of UKABIF since 2009. I have been the UKABIF representative on the Neurological Alliance (UK) national Policy Group since 2009.

I am very much aware of the view points and needs of service users; my aunt has been living with Multiple Sclerosis for 50 years and I suffered from Meningitis in 1989. Like many with personal experience of the services that are and are not available to aid recovery and support the development of a person to reach their goals, I know there is still much to do and progress to maintain. The Neurological Alliance is an important vehicle in ensuring this is done.



Annual Report and Accounts
For the year ended 30 June 2011

Company Limited by Guarantee. Registered in England 2939840.
Registered Charity 1039034.

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From the Chair and Chief Executive of the Neurological Alliance

Dear Members and Friends

The year of 2010-11 was in many ways the most challenging and exciting we have faced.

Politically, we have witnessed the biggest proposed changes to the NHS structure since 1948. With our members, we have risen to this challenge, demanding that our Government ensure neurology is a priority in this new policy landscape. Of particular note has been the work of our Policy Group, in particular our Health and Social Care Bill sub group, in dissecting the Bill and identifying areas of concern for neurology.

We are both new in our respective roles and determined to ensure that the Alliance can build on its strengths and make sure that the voice of people living with a neurological condition is heard more clearly. We are really grateful for all that Kirstine Knox achieved as Chair until she stood down earlier this year. We also appreciate the hard work that Clare Moonan and Katie Smith put in as interim Chief Executives.

The Trustees are completing a governance review, which is resulting in a stronger, more cohesive Board, clear of its role and responsibilities.

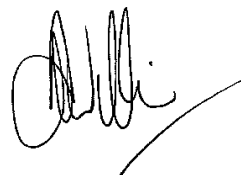
Financially, the growth in membership and continued funding from the Department of Health has ensured financial stability. Through our newly established Fundraising Advisory Panel, we will explore other options for increasing income to strengthen our sustainability.

The next year will be a demanding and stimulating year for us, we will continue to create opportunities and to work at the highest level to raise your issues for those living with neurological conditions. There is a great deal we can achieve together; if you have not already done so, may we ask you to encourage your staff or volunteers to become involved at a local level in Regional Neurological Alliances or join the Alliance's Policy Group to shape our campaigning work.

With very good wishes and thanks for your continued support.



Steve Ford
Chair, Board of Trustees
(April 2011 - _)



Arlene Wilkie
Chief Executive
(March 2011 - _)

Report of the Trustees For the year ended 30 June 2011

The Trustees present their report and Independently Examined financial statements for the Neurological Alliance for the year 1 July 2010 to 30 June 2011. The report and financial statements have been prepared in accordance with the Companies Act 2006 and the Charities Act 2006. The report and financial statements will be laid before the members of the charity at the Annual General Meeting to be held on 22 November 2011. In preparation of this report the Trustees had regard for the Charity Commission guidance on public benefit.

1. Our objects

Our principal objectives, as derived from the objects set out in our Memorandum of Association, are to advance the education of the public in all matters concerning neurological disorders by carrying out research and investigation into preventative procedures, treatment and the needs and care of persons affected by neurological conditions and publishing the useful results thereof. And the relief of those persons in the United Kingdom of Great Britain and Northern Ireland who are receiving or have received treatment for neurological conditions.

We are the only collective voice for more than 70 national and regional brain and spine organisations working together to make life better for 8 million children, young people and adults in England with a neurological condition.

2. Our work in 2010-11

What we set out to do in 2010-11:

2.1 We will influence at a local, regional and national level for consistently high quality neurological care and UK leadership in neurological research

What we achieved:

2.1.1 We represented our members in policy-making fora and groups enabling the voice of those affected by neurological conditions to be heard, raising awareness of neurological conditions and their impact.

We established the Neurology National Leadership Group focused on improving health and social care for those with a neurological condition. Membership includes representatives of the Department of Health, NICE, the Care Quality Commission, key leaders in the charity sector and civil servants.

We became members of the Richmond Group, a group of 10 leading charities, whose focus is to develop a consensus on what high quality cost effective care might look like. We are part of the *Think Local, Act Personal* alliance around social care

and we continue to be part of the National Council for Palliative Care neurological conditions group.

2.1.2 We are building relationships with the new government to inform and influence policy makers and the Health and Social Care Bill, the Adult Social Care review and the Welfare Reforms to secure the highest standards of service and improved care for people with neurological conditions

In 2010, Health Minister Paul Burstow confirmed the Government would not commission a mid term review of the National Service Framework for Long Term Neurological Conditions review, but recommended that it be used as a basis for influencing the new policy landscape. Our Policy Group, who meet every two months, have been instrumental in driving forward our Health and Social Care Bill related work. We held a parliamentary reception, *Quality outcomes for people with neurological conditions*, attended by 35 politicians, and 60 members and guests. We responded to the Government's Health white paper *Equity and Excellence: Liberating the NHS* and the NHS Outcomes Framework consultation, and we commented on the Health and Social Care Bill, calling for specific amendments to be made. As part of the Richmond Group, we published '*How to deliver high quality, patient centred, cost effective care: Consensus solutions for the voluntary sector*'.

During the Bill listening exercise, we met with the Health Bill team; attended both the Prime Minister and deputy Prime Minister's speeches on the purposes of and their vision for reforms; and along with 17 of our member charities held a round table discussion with Earl Howe, which focused specifically on neurology. As part of the Richmond Group, four of our members participated in a patient event in Portcullis House and shared their experiences with the MPs; with the 10 Richmond Group Chief Executives, we met with Andrew Lansley and Paul Burstow; eight member charities attended a patient listening event attended by David Cameron, Andrew Lansley and Paul Burstow; and the Chief Executives met with John Healey.

Finally, after all these discussions, we formulated and submitted our response to the NHS Future Forum directly and via National Voices. Since the Forum published their report and the Government responded, the Policy Group has continued its work. We met again with the Bill team and arranged a joint neurology APPG chairs meeting to keep up the pressure on our issues. Once the summer recess was over, we continued campaigning as the Bill progresses through the House of Lords.

Through all of this activity our key asks have been that:

- commissioning for neurological conditions high on the agenda;
- neurology is represented in the new clinical networks and senates; and that
- key individuals receive the appropriate education and training required to diagnose, treat and care for those with neurological conditions.

What we set out to do in 2010-11:

2.2 To continue to build team-working across the Alliance at a national level through the Policy Group and at a local level through RNAs, through a shared Communications Strategy.

What we achieved:

It is essential for the Alliance to collect information about neurological services to ensure our policies are informed by our members. We link up our members through our website and regular newsletters, as well as working directly with them.

2.2.1 We strengthened our Alliance Policy Group

During 2009-10, our Policy Group has continued to develop Alliance policy and plan our collective work. All member organisations are invited to nominate a participant to this group and we encourage the widest possible participation. We formed a Health and Social Care Bill sub group who have been instrumental in driving the work reported in 2.1.2 and will continue with this model in 2011-12.

2.2.2 We continued to support the development of local and regional alliances to ensure successful coalition work at the local and regional level

There were 20 affiliated Regional Neurological Alliances (RNAs) at the end of the last financial year (2009-10). This year has seen the establishment of two new RNAs - Gloucestershire Neurological Alliance and Swindon and Wiltshire Neurological Alliance. Unfortunately, Leicester, Leicestershire and Rutland Neurological Alliance and Sussex Neurological Alliance closed this year. Kirklees Nerve Centre is no longer operating as an RNA. Hounslow Neurological Partnership and Richmond Integrated Neurological Partnership merged to become the Hounslow and Richmond Neurological Partnership. This means at the close of 2010-11 there are a total of 18 RNAs operating in England and the full list is on pages 11-12.

2010-11 was a successful year for bringing the RNAs together to discuss national and local issues of mutual interest and to exchange information. This year, Autumn and Spring meetings were held by the northern and the southern RNAs and the Alliance will continue to support these events in 2011-12.

The Regional Development Project Steering Group continued to oversee the project this year. The Steering Group is made up of three Trustees and two representatives from the RNAs. Its role is to advise the Trustees on all matters relating to our work with the Regional Neurological Alliances. Major pieces of work on their agenda include: the review of the Compact agreement between the RNAs and the Alliance; the review of the Regional Development Project; and development of the RNA toolkit.

2.2.3 We aim to be inclusive of all neurological conditions

This year, the Alliance welcomed six new members: Action for M.E., Brain Research Trust, Myasthenia Gravis Association, Narcolepsy UK, PJ Care, Queen Elizabeth Foundation Neuro Rehabilitation

What we set out to do in 2010-11:

2.3 We will increase understanding of neurological conditions and of the lives of people with neurological conditions

What we achieved:

2.3.1 We developed information materials and tools for service users, carers and professionals:

- The Neurological Conditions Policy Group of the National Council for Palliative Care published the National End of Life Care Programme guidance '*Improving end of life care in neurological disease*'
- Our members were heavily involved with their contributions to the Royal College of Physicians/Association of British Neurologists report on '*Local adult neurology services for the next decade*'
- We launched a '*Guide to Shaping Services*', which aims to identify all the policy levers available for change and act as a training resource for Regional Neurological Alliance's to increase the effectiveness of their work in improving services for people with long term neurological conditions.

What we set out to do in 2010-11:

2.4 We will execute effective governance and management and achieve more sustainable resourcing of The Neurological Alliance

What we achieved:

2.4.1 We reviewed our priorities and organisational structure

The Trustees undertook a review of the Alliance's role and function. They agreed that the Alliance's key aim is to continue to campaign as one voice for improvements to the care of every person living with a neurological condition. The Trustees also decided that to achieve this, it was necessary to recruit the Alliance's first full time Chief Executive to execute their plans and be responsible for reporting on activities to the Trustees. Arlene Wilkie was appointed in March 2011.

2.4.2 We ensured our business support processes are fit for purpose and that risk management is integral to our operations

The Trustees also reviewed their governance structure, their role, and their function. The outcomes of this were agreement of new job descriptions, conflict of interest and code of conduct policies. It was also decided that the Alliance's governing documents, the Memorandum and Articles of Association, need to be brought in line with recent changes to the charities and companies acts. Bircham Dyson Bell was

instructed to review the documents, which will be put to members for approval at the AGM in November.

We have introduced a new trustee induction process to ensure the new Trustees are trained and up to speed with their roles, and we have introduced an annual trustee away day to approve and develop our future strategy. The Trustees carried out a risk assessment exercise, see section 4.3 for their findings.

2.4.3 We worked towards greater sustainability, ensuring that the organisation has the funds and resources to support our activities.

This year, we have increased memberships subscriptions by 26% and we hope to continue this trend in 2011-12. We secured Department of Health Third Sector Investment Programme *Manifesto grant 2010-13* funding (£261,900); secured continuing funding for the Regional Development Project and for the Strategic Partnership grant. However, the charity needs to develop a fundraising strategy that will increase funds to support further development of the organisation. A Fundraising Advisory Panel has now been established, which advises the Trustees on all matters relating to the Alliance's fundraising strategy

2.4.4 We ensured that we have the capabilities and resources to recruit, retain, develop and engage our staff so they achieve their objectives and realise our mission

A Human Resources committee advises the Trustees and supports this function of the Alliance. It is headed up by the Chair of Trustees, the Vice Chair, Treasurer and the Director of HR at Parkinson's UK, Carolyn Nutkins. This year, the committee has been involved in the recruitment of the Chief Executive, the Policy and Public Affairs Officer, the Regional Development Officer and outsourcing our financial arrangements to taylorcocks.

3 Our key plans for 2011-12

To fulfil our vision and mission: of a better quality of life for each individual diagnosed with a neurological condition, and to raise awareness and understanding of neurological conditions to ensure that every person diagnosed with a neurological condition has access to high quality, joined up services and information from their first symptoms and throughout their life.

Our work will focus on:

- Improving diagnosis, awareness, and access to treatments
- Influencing commissioning
- Ensuring quality of services and care
- Increasing funding in neurology research
- Improving our brand
- Effective management and governance

4. Our structure, governance and management

4.1 Trustees selection

The Neurological Alliance is governed by a Board of Trustees, up to 13 members, elected by the member organisations of the Alliance. Prior to each Annual General Meeting, all members are invited to send in their nominations for Trusteeship. Details of the candidates are then circulated to all members and votes are made by ballot; each member organisation is entitled to place a vote. Each year, one third of the Board retires by rotation at the Annual General Meeting and may offer themselves for re-election. On joining the Alliance Board, new Trustees undertake a tailored induction programme.

The Trustees, who are also directors for the purpose of company law, and who served during the year are listed on page 13.

The Chair, Vice Chair and Treasurer are elected by the Trustees at the first Board of Trustees meeting following the Annual General Meeting. Dr Kirstine Knox, Chief Executive of the Motor Neurone Disease Association, was Chair of the Alliance until April 2011. Our current officers are: Chair, Steve Ford, Chief Executive of Parkinson's UK; Vice Chair, Sue Millman, Chief Executive of Ataxia UK and Treasurer, Simon Gillespie, Chief Executive of the MS Society.

The Board has established three sub groups each with specific functions:

- The Human Resources Committee advises the Trustees and the Alliance on all matters relating to Human Resources, including recruitment and development of staff.
- The Regional Development Project Steering Group advises the Trustees on all matters relating to our work with the Regional Neurological Alliances
- The Fundraising Advisory Panel advises the Trustees on all matters relating to the Alliance's fundraising strategy.

4.2 Structure

The Alliance is a company limited by guarantee (no 2939840) and is governed by the Memorandum and Articles of Association dated 16 June 1994 (last updated in 2009). The main activity of the company, which is a registered charity (No 1039034), is to secure the highest standards of care and treatment for those affected by a neurological condition.

The Board of Trustees takes responsibility for governance and strategy and meets every quarter. The Chief Executive is responsible for implementing the strategy and reports on progress at the Board meetings. The Chief Executive reports directly to the Chair and is directly supervised by him or her. They speak and meet regularly to discuss Alliance business. Communication, both formal and informal, between Trustees and staff is frequent and effective

4.2.1 Staff 2010-11

Clare Moonan	Chief Executive External (part-time, seconded December 2009 to October 2010)
Lynda Poole	Regional Development Officer (appointed May 2011)
Tahani Saridar	Policy and Administration Officer
Katie Smith	Chief Executive Internal (part-time, seconded January 2010 to October 2010)
Nicolette Williams	Regional Development Manager (resigned November 2010)
Arlene Wilkie	Chief Executive (appointed March 2011)

4.2.2 Members

Full membership is currently open to national charities sharing the objectives of the Alliance, most of which are focused on particular neurological conditions. Affiliate membership is available to Regional Neurological Alliances. Associate members are organisations which share the objectives of the Alliance, but are not charities or do not have as their principal objective, supporting those with a neurological condition.

4.2.2.1 Full members

	Website
Action for Dystonia, Diagnosis, Education and Research	www.dystonia.co.uk
Action Duchenne ¹ .	www.actionduchenne.org
Action for M.E.	www.actionforme.org.uk
Alzheimer's Society	www.alzheimers.org.uk
Ann Conroy Trust, The	www.theannconroytrust.org.uk
Association for Spina Bifida and Hydrocephalus	www.asbah.org.uk
Ataxia-Telangiectasia Society	www.atsociety.org.uk
Ataxia UK	www.ataxia.org.uk
Brain and Spine Foundation	www.brainandspine.org.uk
Brain Research Trust	www.brt.org.uk
Brain Tumour UK	www.braintumouruk.org.uk
British Polio Fellowship	www.britishpolio.org.uk
CMT United Kingdom	www.cmt.org.uk
Cure Parkinson's Trust	www.cureparkinsons.org.uk
Different Strokes	www.differentstrokes.co.uk
Dystonia Society	www.dystonia.org.uk
Epilepsy Action	www.epilepsy.org.uk
Epilepsy Bereaved	www.sudep.org
Fibro Action	www.fibroaction.org
Glenside Manor	www.glensidemanor.co.uk
Guillain-Barré Syndrome Support Group	www.gbs.org.uk
Headway	www.headway.org.uk
Huntington's Disease Association ² .	www.hda.org.uk
Independent Healthcare Advisory Services	www.independenthealthcare.org.uk
Joint Epilepsy Council	www.jointepilepsycouncil.org.uk
Matthew's Friends	www.matthewsfriends.org
The Migraine Trust	www.migrainetrust.org

4.2.2.1 Full members

	Website
Motor Neurone Disease Association	www.mndassociation.org
Multiple Sclerosis Society	www.mssociety.org.uk
Multiple Sclerosis Trust	www.mstrust.org.uk
Multiple System Atrophy Trust	www.msatrust.org.uk
Myasthenia Gravis Association	www.mgauk.org
Narcolepsy UK	www.narcolepsy.org.uk
National ME Centre	www.nmec.org.uk
National Tremor Foundation	www.tremor.org.uk
National Voices	www.nationalvoices.org.uk
Neurosupport	www.neurosupport.org.uk
Pain Concern	www.painconcern.org.uk
Parkinson's UK	www.parkinsons.org.uk
PJ Care	www.pjcare.co.uk
Polio Survivors Network	www.poliosurvivorsnetwork.org.uk
Progressive Supranuclear Palsy Association	www.pspeur.org
Royal Hospital for Neuro-disability	www.rhn.org.uk
The Shane Project	www.shaneproject.org.uk
Speakability	www.speakability.org.uk
The Stroke Association	www.stroke.org.uk
Sue Ryder Care	www.suerydercare.org
Tourettes Action	www.tourettes-action.org.uk
Transverse Myelitis Society	www.myelitis.org.uk
Trigeminal Neuralgia Association UK	www.tna-uk.org.uk
Tuberous Sclerosis Association	www.tuberous-sclerosis.org
UK Acquired Brain Injury Forum	www.ukabif.org.uk

4.2.2.2 Associate members

	Website
Association of British Neurologists	www.theabn.org
British Paediatric Neurology Association ¹ .	www.bpna.org.uk
Cavernoma Alliance UK	www.cavernoma.org.uk
Encephalitis Society	www.encephalitis.info
Queen Elizabeth Foundation Neuro Rehabilitation	www.qef.org.uk/our-services/neuro-rehabilitation-services

4.2.2.3 Regional Neurological Alliances

	Website
Buckinghamshire Alliance of Neurological Organisations	www.bucksinfo.net/bano
Cornwall Alliance of Neuro-Domain Organisations	http://candoweb.org
Gloucestershire Neurological Alliance	www.glosna.org.uk
Greater Manchester Neurological Alliance	www.gmneuro.org.uk
Hampshire Neurological Alliance	www.hantsneuroalliance.hampshire.org.uk
Hounslow and Richmond Neurological Partnership	
Lancashire and South Cumbria Neurological Alliance	www.lascna.co.uk

4.2.2.3 Regional Neurological Alliances

	Website
Lincolnshire Neurological Alliance	www.lincolnshire-neurological-alliance.org.uk
London Neurological Alliance	http://londonneurologicalalliance.org
Merseyside and Cheshire Neurological Alliance	www.neurosupport.org.uk
Northern Neurological Alliance	www.na-na.org.uk
Oxfordshire Neurological Alliance	
Sandwell Neurological Alliance	www.webwell.org.uk/Health-Organisations/Sandwell-Neurological-Alliance
South West Alliance of Neurological Organisations	www.swano.org
Swindon and Wiltshire Neurological Alliance	www.swna.org.uk
Tees Valley, Durham, and North Yorkshire Neurological Alliance	www.na-na.org.uk
West Berkshire Neurological Alliance	www.wbna.org.uk
Yorkshire & Humberside Alliance of Neurological Organisations	

1. New members in the first quarter of 2011-12
2. Ceased members in 2011-12

4.3 Risk management

The Trustees have assessed the major risks to which the charity is exposed, and are satisfied that systems are in place to mitigate exposure to major risks. A risk management strategy, reviewed annually, is in place.

5. Public benefit

The sections of this report above entitled 'Our objects' and 'Our work in 2010-11' in pages 4 to 8, set out the Neurological Alliance's objectives and report on the activity and successes in the year to 30 June 2011. 'Our key plans' set out on page 8 explain the plans for the current financial year. The Neurological Alliance's work benefits people affected by a neurological condition and those who represent them.

The Trustees have considered this matter and concluded:

- That the aims of the organisation continue to be charitable;
- That the aims and the work done give identifiable benefits to the charitable sector and both indirectly and directly to individuals in need;
- That the benefits are for the public, are not unreasonably restricted in any way and certainly not by ability to pay;
- That there is no detriment or harm arising from the aims or activities.

6. Reference and administrative details

The Alliance is a registered charity (1039034) and company limited by guarantee number 2939840 registered in England. The Alliance's office is the Dana Centre, 165 Queen's Gate, London SW7 5HE. The registered office is c/o H W Fisher and Co, Acre House, William Road, London NW1 3ER.

6.1 Trustees 2010-11 Nominating organisation

Dr Fred Davison	West Berkshire Neurological Alliance (nominated by Regional Neurological Alliances) (resigned 4 February 2011)
Steve Ford	Parkinson's UK (appointed Chair 19 April 2011)
Simon Gillespie	MS Society (Treasurer)
Maureen Kelly	Neurosupport
Andrew Ketteringham	Alzheimer's Society
Brigadier Michael Koe	Progressive Supranuclear Palsy Association (resigned 4 February 2011)
Dr Kirstine Knox	Motor Neurone Disease Association (Chair) (resigned as Chair 19 April 2011)
Philip Lee	Epilepsy Action
Sue Millman	Ataxia UK (Vice-Chair)
Nicola Russell	MS Trust
Angus Somerville	Royal Hospital for Neuro-disability (appointed 4 February 2011)
Russell Stronach	Northern Neurological Alliance
Sharon Wood	Joint Epilepsy Council

6.2 Professional advisors to the Alliance

Bankers CAF Bank Ltd, PO Box 289, West Malling, Kent ME19 4TA

Examiners HW Fisher and Co, Acre House, 11-15 William Road, London NW1 3ER

7. Finances

7.1 Investment

Article 28(1) empowers the Trustees to invest the funds of the Alliance as they see fit.

7.2 Subscriptions

Subscriptions payable by full member organisations are calculated on a sliding scale according to the income of the organisation. Affiliate members pay a fixed contribution. For 2010-11, Trustees agreed to raise subscriptions by approximately 5%, in line with RPI.

7.3 Reserves policy

The Trustees ensure that the level of free reserves of the charity will be equal to a sum that represents:

- No less than 3 months of the planned expenditure for the forthcoming year.
- No more than 12 months of the planned expenditure for the forthcoming year.

The Trustees believe that unrestricted reserves should be at least at this level to ensure the charity can run efficiently and meet the needs of the members and beneficiaries. The total reserve funds as at 30 June 2011 represents 5 months of normal operation.

In setting this policy, the Trustees will also ensure that sufficient funding is available to fulfil all staff contracts and meet any statutory requirements if restricted funding for any staff position should be delayed or withdrawn.

7.4 Financial position

In 2010-11, the largest proportion of Alliance core income continued to come from member subscriptions. Growth in membership and a 5% rise in subscription fees has led to a 26% (2010-11: £53,743; 2009-10: £42,780) increase in subscription income from 2009-10.

In 2010-11, subscriptions were supplemented by three separate funding streams from the Department of Health:

- a three-year Section 64 funding grant allowing the Alliance to develop an England-wide network of Regional Neurological Alliances;
- a three year Third Sector Investment Programme Strategic Partnership grant for national work from 2009-2012;
- a Third Sector Investment Programme Manifesto Grant to promote equitable access to high-quality, joined-up services for those with a neurological condition from 2010-13. These project funds entail a significant increase in the Alliance's total budget for the given period.

Department of Health support is an important recognition of the Alliance's role in improving neurological standards, but, through its newly established Fundraising Advisory Panel, Trustees are exploring other options for increasing income to increase sustainability, through development of a fundraising strategy and levels of campaigning activity through recruitment of Policy and Public Affairs Officer.

7.5 Independent Examiners

In line with Companies Act 2006, as a company with annual turnover of under £250,000, the Alliance is required to undergo an independent examination. H W Fisher & Company was appointed Independent Examiners of the Company. This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 2006 relating to small companies.

7.6 Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the Board of Trustees



Steve Ford
Chair – Board of Trustees
(April 2011 - _)

Date: 18 October 2011

8. Independent Examiner's report to the Trustees of Neurological Alliance

I report on the accounts of the Neurological Alliance for the year ended 30 June 2010, which are set out on pages 16-23.

Respective responsibilities of Trustees and examiner

The Trustees (who are also directors of the Neurological Alliance for the purposes of company law) are responsible for the preparation of the accounts. The Trustees consider that an audit is not required for this year under section 43(2) of the Charities Act 1993 (the 1993 Act) and that an independent examination is needed. Having satisfied myself that the charity is not subject to audit under company law and is eligible for independent examination, it is my responsibility to:

- (i) examine the accounts under section 43 of the 1993 Act;
- (ii) to follow the procedures laid down in the general Directions given by the Charity Commission under section 43 (7)(b) of the 1993 Act; and
- (iii) to state whether particular matters have come to my attention.

Basis of independent examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the accounts present a "true and fair view" and the report is limited to those matters set out below.

Independent examiner's statements

In connection with my examination, no matter has come to my attention:

- (a) which gives me reasonable cause to believe that in any material respect the requirements:
 - (i) to keep accounting records in accordance with section 386 of the Companies Act 2006; and
 - (ii) to prepare accounts which accord with the accounting records and comply with the accounting requirements of the section 396 of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice: Accounting and Reporting by Charities have not been met; or
- (b) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

A G Rich

Chartered Accountant

C/o H W Fisher & Company Accountants

Acre House

11-15 William Road

London, NW1 3ER

Dated: 31 October 2011

9. Annual accounts

9.1 Statement of financial activity for the year ended 30 June 2011

Total	Notes	Restricted		Unrestricted		2011	2010
		2011	2010	2011	2010		
		£	£	£	£	£	£
INCOMING RESOURCES							
Incoming resources from generated funds:							
<i>Voluntary Income</i>							
Donations & Gifts		-	2,929	-	-	-	2,929
Department of Health Grants	9.4	137,575	83,750	1,940	-	139,515	83,750
<i>Activities for generating funds</i>							
Subscriptions		-	693	53,743	42,780	53,743	43,473
Investment Income	9.8	-	-	147	114	147	114
Incoming resources from charitable activities							
Publications		-	-	-	-	-	-
Members Meetings		-	-	-	50	-	50
Total Incoming Resources		137,575	87,372	55,830	42,944	193,405	130,316
RESOURCES EXPENDED							
Costs of generating funds							
Fundraising		-	-	-	-	-	-
Net Income available for charitable activities		137,575	87,372	55,830	42,944	193,405	130,316
Charitable Activities							
Policy Development		31,790	39,155	39,092	37,160	70,882	76,315
Member's Activities		21,194	26,104	26,062	24,773	47,256	50,877
Total Charitable Activities		52,984	65,259	65,154	61,933	118,138	127,192
Governance		-	-	2,058	3,189	2,058	3,189
Total Resources Expended for Charitable Activities	9.5	52,984	65,259	67,212	65,122	120,196	130,381
NET INCOMING / (OUTGOING) RESOURCES BEFORE TRANSFERS		84,591	22,113	(11,382)	(22,178)	73,209	(65)
Gross transfers between funds		(23,972)	1,957	23,972	(1,957)	-	-
NET INCOMING / (OUTGOING) RESOURCES AFTER TRANSFERS		60,619	24,070	12,590	(24,135)	73,209	(65)
Fund balances brought forward		54,619	30,549	38,293	62,428	92,912	92,977
Fund balances carried forward	9.14	115,238	54,619	50,883	38,293	166,121	92,912

The statement of financial activities complies with the requirement for an income and expenditure account under the Companies Act 2006.

The statement of financial activities includes all gains and losses in the year. All incoming resources and resources expended derive from continuing activities.

9.2 Balance sheet as at 30 June 2011

Company registration number 2939840.

	Notes	2011 £	£	2010 £	£
FIXED ASSETS					
Tangible assets	9.10		-		-
CURRENT ASSETS					
Cash at bank and in hand		197,134		107,280	
Other debtors	9.4.11	<u>13,837</u>		<u>14,924</u>	
		210,971		122,204	
CREDITORS – Amounts falling due within one year	9.12	<u>(44,850)</u>		<u>(29,292)</u>	
NET CURRENT ASSETS			<u>166,121</u>		<u>92,912</u>
TOTAL ASSETS LESS					
CURRENT LIABILITIES			<u>166,121</u>		<u>92,912</u>
Income Funds					
Restricted funds	9.14	115,238		54,619	
Unrestricted funds		<u>50,883</u>		<u>38,293</u>	
			<u>166,121</u>		<u>92,912</u>

The company is entitled to the exemption from the audit requirement contained in section 477 of the Companies Act 2006, for the year ended 30 June 2011. No member of the company has deposited a notice, pursuant to section 476, requiring an audit of these accounts.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and if its incoming resources and application of resources, including its income and expenditure, for the financial year in accordance with the requirements of sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company.

The Trustees approved the financial statements on 18 October 2011 and signed on its behalf by:



Steve Ford
Chair, Board of Trustees
(April 2011 - _)



Simon Gillespie
Treasurer, Neurological Alliance
(July 2008 -)

Notes to the accounts for the year ended 30 June 2011

9.3 Accounting policies

9.3.1 Basis of preparation

The accounts have been prepared under the historical cost convention.

The accounts have been prepared in accordance with applicable accounting standards, the Statement of Recommended Practice, "Accounting and Reporting by Charities", issued in March 2005 and the Companies Act 2006.

9.3.2 Incoming resources

Grants towards revenue expenditure and general donations are treated as income when they are receivable, and allocated over the period to which they relate.

9.3.3 Resources expended

Resources expended are included in the Statement of Financial Activities on an accruals basis inclusive of any VAT that cannot be recovered. Certain expenditure is directly attributable to specific activities and has been included in those cost categories. Where costs are attributable to more than one activity, those costs are apportioned on the basis of the time spent on those activities.

Governance costs are those incurred in connection with the administration of the charity and compliance with constitutional and statutory requirements.

9.3.4 Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. All assets have been fully depreciated in previous years.

9.3.5 Funds accounting

Unrestricted funds are those funds that can be used in accordance with the charitable objects at the discretion of the Trustees.

Restricted funds are those funds that can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purpose.

9.4 Income

Income represents subscriptions, revenue grants and donations receivable.

9.5 Resources expended

	Staff Costs £	Depreciation £	Other Costs £	TOTAL 2011 £	TOTAL 2010 £
Cost of Generating Funds					
Fundraising & Publicity	-	-	-	-	-
Charitable Activities					
Policy Development	39,206	-	31,676	70,882	76,315
Members Activities	26,137	-	21,119	47,256	50,877
Governance	-	-	2,058	2,058	3,189
Total	65,343	-	54,853	120,196	130,381

Governance costs includes payments to the Independent Examiners of £nil (2010: £nil) for Independent Examination fees and £1,200 (2010: £1,200) for other services. The balance is trustee travel expenses and the cost of trustee meetings.

9.6 Employee information

There were three employees for the year to 30 June 2011 (2010: three). Staff costs were £65,343 (2010: £84,190) of which £5,396 (2010: £7,469) is Employer's National Insurance.

9.7 Payments to Trustees

No Trustee received any emoluments in the year to 30 June 2011 (2010: none). Trustees received out of pocket expenses of £856 (2010: £1,149) for travelling to Board of Trustees meetings.

9.8 Investment income

	2011 £	2010 £
Interest receivable	<u>147</u>	<u>114</u>

9.9 Taxation

There is no corporation tax charge for the year, as the company is a registered charity and its income is not subject to tax.

9.10 Tangible Fixed Assets

	Computer Equipment £	Office Equipment £	Total £
<u>Cost</u>			
1 July 2010	-	98	98
Additions	-	-	-
Disposals	-	-	-
30 June 2011	-	98	98
<u>Depreciation</u>			
1 July 2010	-	98	98
Charge for year	-	-	-
Disposals	-	-	-
30 June 2011	-	98	98
<u>Net book values</u>			
30 June 2011	-	-	-
30 June 2010	-	-	-

9.11 Debtors	2011 £	2010 £
Prepayments	1,337	1,114
Other debtors	-	1,810
Accrued income	12,500	12,000
	13,837	14,924

9.12 Creditors – amounts falling due within one year	2011 £	2010 £
Accruals	4,877	14,292
Deferred income	39,973	15,000
	44,850	29,292

9.13 Member guarantees

The company, which is a registered charity (number 1039034) is limited by guarantee and does not have a share capital. The maximum amount guaranteed by each of the full members is £10. At 30 June 2011 there were 77 full and affiliated members (2010: 69 members).

9.14 Restricted funds

	Fund balance brought forward (restated)	Incoming resources and transfers	Outgoing resources	Fund balance carried forward
	£	£	£	£
Department of Health Third Sector Manifesto	-	118,825	(55,529)*	63,296
Department of Health Strategic Partnership	23,750	18,750	(19,492)	23,008
Department of Health Section 64 Regional Development Project	23,900	-	-	23,900
Small Grants Programme	6,969	-	(1,935)	5,034
AGM	-	507**	(507)	-
Total	54,619	138,082	(77,463)	115,238

*Includes £24,478 of costs transferred from unrestricted funds.

**Includes £507 of funds transferred from unrestricted funds

Further details on the restricted income are included in the Trustee's Report. The Strategic Partnership fund was listed as Core Funding in the 2009-10 Annual Report and Accounts. The Levers for Change Fund balance was reassigned to be the Small Grants Programme Fund during the year.

The Manifesto Grant budget for 2010-11 specified that four days a week of Administrator and two days a week of Chief Executive time would be spent in achieving the goals of this grant. As such, payments throughout the course of the year were made against the Manifesto grant for wages and salaries. However, for the full Annual Accounts disclosure of salary and wages, it was considered more appropriate to include these restricted salary costs as part of the total staff costs within unrestricted charitable activities, and then the proportion relating to the restricted payments have been shown as a transfer from unrestricted to restricted.

9.15 Analysis of net assets between funds

	Total	Restricted funds	Unrestricted funds
	£	£	£
Fixed assets	-	-	-
Current assets	210,971	151,503	59,468
Current liabilities	(44,850)	(36,265)	(8,585)
Total	166,121	115,238	50,883

9.16 Related parties

The Neurological Alliance paid for office accommodation and services at the Stroke Association in the year amounting to £nil (2010: £1,000), an organisation which is a member of the Alliance.

9.17 Detailed Income and Expenditure Report for the year ended 30 June 2011

	2011 £	2010 £
Incoming resources		
Subscriptions	53,743	43,473
Dept of Health - Funding	89,075	23,750
RNA Development Work	48,500	60,000
Development project management	1,940	-
Donations & Donations in kind	-	2,929
Other	-	50
	193,258	<u>130,202</u>
Resources expended		
Salaries	65,343	84,190
Payroll processing	997	998
Training/consultancy	486	2,456
Travel expenses	251	465
Travel expenses - Trustees	605	1,149
Trustee Meeting expenses	251	359
AGM expenses	507	4,887
Insurance	1,480	1,435
Rent*	-	1,000
Printing, postage, stationery and telephone	2,473	4,864
Legal fees	4,960	-
RNA Development	14,996	21,855
Publications	2,063	3,412
Bank charges	-	10
Website & computer expenses	1,067	870
Sundry expenses	33	444
Independent Examination and accountancy	1,702	1,681
Subscriptions	105	306
Compensation sum	10,057	-
Manifesto Grant	2,923	-
Communication strategic review	5,000	-
Campaigning	4,897	-
	120,196	<u>130,381</u>
	73,062	(179)
Other income		
Interest receivable	147	114
SURPLUS / (DEFICIT) FOR THE YEAR	73,209	<u>(65)</u>

THE COMPANIES ACTS 1985 - 2006

**COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
THE NEUROLOGICAL ALLIANCE**

Company Number: 02939840

Date of Incorporation: 16/06/1994

Charity Number (England and Wales): 1039034

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COMPANIES ACTS 1985 - 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE NEUROLOGICAL ALLIANCE
DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

Articles means these Articles of Association;

Charities Act means the Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force;

Charity means The Neurological Alliance;

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clear days	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Charity Commission	means the Charity Commission for England and Wales;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	includes electronic means (for example, e-mail or fax) or any other means while in electronic form (for example, sending a disk through the post);
Financial Expert	means a person who is reasonably believed by the Trustees to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership of the Charity in accordance with the Act and these Articles;
Memorandum	means the memorandum of association of the Charity;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
Objects	the objects of the Charity as set out in and specifically restricted by Article 4;

Ordinary Resolution	means a resolution (of the Members or, if applicable, a class of the Members) that is passed: <ul style="list-style-type: none"> (i) if a written resolution, by members representing a simple majority of the total voting rights of eligible members; (ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
proxy notice	has the meaning given in Article 17;
Relevant Person	means, in relation to Article 6, where Article 6.5 applies in respect of a Trustee indirectly, a person (other than the Trustee) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6.5.2, 6.5.3 or 6.5.4 as the case may be;
Seal	means the common seal of the Charity;
Secretary	means any person appointed to perform the duties of the secretary of the Charity;
Special Resolution	means a resolution (of the Members or, if applicable, a class of the Members) passed: <ul style="list-style-type: none"> (i) if a written resolution, by members representing not less than 75% of the total voting rights of eligible members; (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by members representing not less than 75% of the total voting rights of the members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
special notice	means, in respect of a resolution requiring special notice under the Act, at least 28 days before the meeting at which the resolution is to be moved;

- Trustee** means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Trustees are also charity trustees as defined in the Charities Act;
- United Kingdom** means the United Kingdom of Great Britain and Northern Ireland;
- writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The Model Articles shall not apply to the Charity.

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CHARITY DETAILS

2 Name

- 2.1 The name of the Charity is The Neurological Alliance.

3 Registered office

- 3.1 The registered office of the Charity is to be situated in England and Wales.

OBJECTS AND POWERS

4 Objects

- 4.1 The Charity's objects are:
- 4.1.1 to advance the education of the public in all matters concerning neurological disorders by carrying out research and investigation into preventative procedures, treatment and the needs and care of persons affected by neurological conditions and publishing the useful results thereof;

- 4.1.2 the relief of those persons in the United Kingdom of Great Britain and Northern Ireland who are receiving or have received treatment for neurological conditions.

5 Powers

- 5.1 In furtherance of the Objects, but not further or otherwise, and in addition to any other powers it may have the Charity shall have power:

- 5.1.1 to encourage the provision and improvement of services for persons who are affected by neurological conditions;
- 5.1.2 to foster arrangements designed to relieve the families of persons who are affected by neurological conditions;
- 5.1.3 to identify common issues and to liaise with policy makers, planners, purchasers and providers to address these;
- 5.1.4 to work with professionals of the health and social services having similar concerns in furtherance of the Objects;
- 5.1.5 to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- 5.1.6 to form or affiliate with regional neurological alliances and local neurological groups and to negotiate and enter into agreements governing the Charity's relationship with regional neurological alliances and local neurological groups;
- 5.1.7 to promote the gathering, exchange and publication of information;
- 5.1.8 to accept any gift or transfer of money or any other property whether or not subject to any special trust;
- 5.1.9 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.1.10 to purchase or form trading companies alone or jointly with others;
- 5.1.11 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.1.12 to maintain, alter or equip for use any real or personal estate;
- 5.1.13 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;

- 5.1.14 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.1.15 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.1.16 to make grants or loans of money and to give guarantees and become or give security for the performance of contracts;
- 5.1.17 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.1.18 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.1.19 to acquire or merge with any other charity;
- 5.1.20 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.1.21 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.1.22 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.1.23 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification;
- 5.1.24 to delegate the management of investments to a Financial Expert but only on terms that:
- 5.1.24.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 5.1.24.2 make provision for appropriate and regular reporting obligations to the Trustees or to a committee authorised by the Trustees to receive such reports in respect of all transactions and a requirement for the prompt reporting of all transactions over a specified amount;
 - 5.1.24.3 the performance of the investments is reviewed regularly with the Trustees;
 - 5.1.24.4 the Trustees shall be entitled to cancel the delegation arrangement at any time;

- 5.1.24.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 5.1.24.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 5.1.24.7 the Financial Expert must not do anything outside the powers of the Trustees;
- 5.1.25 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.1.26 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.1.27 to provide indemnity insurance to cover the liability of the Trustees or any other officer of the Charity:
- 5.1.27.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Charity but not extending to:
- (a) any liability resulting from conduct which the Trustees knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Trustees did not care whether such conduct was in the best interests of the Charity or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
 - (c) any liability to pay a fine or regulatory penalty;
- 5.1.27.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

- 5.1.28 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Trustee to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.1.29 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.1.30 to enter into contracts to provide services to or on behalf of other bodies;
- 5.1.31 to establish subsidiary companies to assist or act as agents for the Charity;
- 5.1.32 to publish or distribute information;
- 5.1.33 to arrange, hold and provide for exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.1.34 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.1.35 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.1.36 to act as trustee of any trust;
- 5.1.37 to make any charitable donation either in cash or assets;
- 5.1.38 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.1.39 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity;
- 5.1.40 to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- 6.2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Charity. This does not prevent a Member who is not also a Trustee of the Charity receiving:
- 6.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 6.2.2 reasonable and proper remuneration for any goods or services rendered to the Charity;
 - 6.2.3 interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Trustees;
 - 6.2.4 reasonable and proper rent for premises demised or let to the Charity;
 - 6.2.5 any premium in respect of insurance to cover any of the liabilities specified in Article 5.
- 6.3 A Member who is also a Trustee may only receive a benefit, directly or indirectly, in accordance with Article 6.4 below.
- 6.4 A Trustee:
- 6.4.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
 - 6.4.2 may receive an indemnity from the Charity in accordance with Article 38;
 - 6.4.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5;
- subject thereto, and to Article 8, no Trustee may receive any payment or other material benefit, directly or indirectly, from the Charity unless:
- 6.4.4 the payment is expressly permitted in Article 6.5 below and the conditions set out in Article 6.7 are followed; or
 - 6.4.5 the Trustees obtain the prior written approval of the Charity Commission.
- 6.5 A Trustee may directly or indirectly, through an individual, partnership or company:
- 6.5.1 receive a benefit in the capacity of a beneficiary of the Charity;
 - 6.5.2 enter into a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Trustee;
 - 6.5.3 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Trustees;

- 6.5.4 receive reasonable and proper rent for premises demised or let to the Charity.
- 6.6 In addition to the circumstances established in Article 6.5 above, where a company is listed on a recognised stock exchange and a Trustee is a member of the company, that company may receive fees, remuneration or other benefit in money or money's worth provided the Trustee holds no more than 1% of the issued share capital of that company.
- 6.7 The authority in Articles 6.5 and 6.6 above are subject to the following conditions being satisfied:
- 6.7.1 the remuneration or other sums paid to or for the benefit of the Trustee do not exceed an amount which is reasonable in all the circumstances;
- 6.7.2 prior to any payment being made to the Trustee or for his benefit (other than in his capacity as a beneficiary) an appropriate written contract is concluded between the Trustee (or Relevant Person) and the Charity containing the full details of his duties and obligations to the Charity the amount of remuneration payable to him and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any duly authorised person;
- 6.7.3 the other Trustees are satisfied that it is in the interests of the Charity to contract with that Trustee (or Relevant Person) rather than with someone who is not a Trustee (or Relevant Person). In reaching that decision the Trustees shall balance the advantage of contracting with the Trustee (or Relevant Person) against the disadvantages of doing so (including the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interests);
- 6.7.4 a majority of the Trustees then in office are not in receipt of such payments;
- 6.7.5 the provisions of Article 7 below are observed in relation to any discussions of the Trustees concerning that Trustee's interest, his remuneration or any variation of his remuneration.

7 Conflicts of interests

- 7.1 Whenever a Trustee has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Trustees or a committee of the Trustees or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Trustee concerned shall:
- 7.1.1 declare an interest at or before any discussion on the item;
- 7.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;

- 7.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- 7.1.4 withdraw during the vote and have no vote on the item.
- 7.2 Where a Trustee becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Trustees, the Trustee concerned shall:
- 7.2.1 as soon as possible declare an interest to all the other Trustees;
- 7.2.2 not be entitled to vote on the resolution in writing, and
- the resolution shall take effect accordingly provided that any Trustee who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.
- 7.3 Articles 7.1.2 to 7.1.4 and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.
- 7.4 If a conflict of interests arises for a Trustee, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Trustees, the unconflicted Trustees may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.
- 7.5 A conflict of interests may only be authorised under Article 7.4 if:
- 7.5.1 the unconflicted Trustees consider it is in the interests of the Charity to do so in the circumstances applying;
- 7.5.2 the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and
- 7.5.3 the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Trustee which may arise from the authorised conflict.
- 7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Trustees, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Trustee:
- 7.6.1 to disclose information confidential to the Charity to a third party; or
- 7.6.2 to refrain from taking any step required to remove the conflict,
- and may impose conditions on the authorisation.

8 Charging article

- 8.1 Notwithstanding any other provision of the Articles, any firm, company or organisation which possesses specialist skills or knowledge required by the Charity for its proper administration may charge and be paid reasonable charges for work of that nature done by it notwithstanding that one or more of the Trustees of the Charity is a director or other senior officer, partner, member or employee of that firm, company or organisation and such charges may include charges in respect of work carried out by such Trustee.

9 Limited liability of Members

- 9.1 Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Charity in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for:
- 9.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a Member,
 - 9.1.2 payment of the costs, charges and expenses of winding up, and
 - 9.1.3 adjustment of the rights of the contributories among themselves.

10 Surplus assets

- 10.1 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its of their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

MEMBERSHIP

11 Members

- 11.1 Membership of the Charity is open to any organisation which or individual who:
- 11.1.1 applies to the Charity in the form required by the Trustees; and
 - 11.1.2 is approved by the Trustees.
- 11.2 An application for membership may be approved or rejected by the Trustees and no applicant shall be admitted to membership of the Charity unless their application for membership has been approved by the Trustees.

- 11.3 Notwithstanding any other provision of these Articles the Trustees may admit an organisation or individual to membership of the Charity by means of an electronic vote provided that a simple majority is achieved.
- 11.4 Membership is not transferable.
- 11.5 The Charity shall maintain a register of Members.

12 Classes of membership and subscriptions

- 12.1 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

13 Termination of membership

- 13.1 Membership is terminated if:
- 13.1.1 the Member dies or, if it is an organisation, ceases to exist;
 - 13.1.2 the Member retires by written notice to the Charity provided that after such retirement the number of Members is not less than two;
 - 13.1.3 any subscriptions due from the Member to the Charity have not been paid by the date of the AGM in each year, in which case for the avoidance of doubt, the Member shall have no vote at the AGM in question;
 - 13.1.4 any sum due from the Member to the Charity has been wholly or partly outstanding for at least six months and the Charity serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served;
 - 13.1.5 the Member is removed from membership by a resolution of two thirds of the Trustees present at a quorate meeting of the Trustees convened for the purpose that it is in the best interests of the Charity that the Member's membership is terminated. Such a resolution may only be passed if:
 - 13.1.5.1 the Member has been given at least 30 clear days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons for its proposal; and
 - 13.1.5.2 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make written representations in advance of the meeting;
 - 13.1.5.3 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make representations to the meeting if the

written representations submitted prior to the meeting are not considered satisfactory to the Trustees.

- 13.2 A decision of the Trustees made in accordance with this Article 13 shall be final.

MEETINGS OF MEMBERS

14 Annual general meetings

- 14.1 The Charity shall each year hold a general meeting as its Annual General Meeting (**AGM**) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- 14.2 Not more than fifteen months shall elapse between the date of one AGM of the Charity and that of the next.
- 14.3 The AGM shall be held at such time and place as the Trustees shall appoint.
- 14.4 The business to be transacted at an AGM shall include the appointment of Trustees, consideration of the accounts, balance sheets, and the reports of the Trustees and auditors and the appointment of, and the fixing of the remuneration of, the auditors.

15 General meetings

- 15.1 The Trustees may call general meetings.
- 15.2 On the requisition of Members pursuant to the Act the Trustees shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member may call a general meeting in accordance with the provisions of the Act.

16 Notice of general meetings

- 16.1 General meetings shall be called by at least 14 clear days' notice.
- 16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 16.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.
- 16.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:

- 16.4.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - 16.4.2 the auditor for the time being of the Charity; and
 - 16.4.3 each Trustee.
- 16.5 No person other than those entitled under Article 16.4 shall be entitled to receive notice of general meetings.
- 16.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 16.7 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

17 Proxies

- 17.1 A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity.
- 17.2 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 17.2.1 states the name and address of the Member appointing the proxy;
 - 17.2.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - 17.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 17.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 17.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

“The Neurological Alliance

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him, [..... of] [the Chairman of the meeting], as my/our proxy to vote in

my/our name[s] and on my/our behalf at the general meeting of the company to be held on [date], and at any adjournment thereof.

Signed on [insert date]”

- 17.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

“The Neurological Alliance

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him [..... of] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against [*vote withheld] [*discretionary]

Resolution No. 2 *for *against [*vote withheld] [*discretionary].

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [insert date]”.

- 17.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 17.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 17.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 17.6 Proxy notices may:
- 17.6.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

17.6.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:

17.6.2.1 in the notice convening the meeting, or

17.6.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting, or

17.6.2.3 in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

17.6.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or

17.6.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Trustee;

17.7 A proxy notice which is not deposited, delivered or received in a manner permitted by Article 17.6 shall be invalid.

17.8 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

17.9 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

17.10 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

18 Representation of organisations at general meetings

18.1 Where an organisation is a Member of the Charity, it may authorise any person to act as its representative at any meeting of the Charity. Such a representative shall, subject to Article 18.2, be entitled to exercise on behalf of the Member organisation the same powers as the organisation could exercise if it were an individual member of the Charity.

18.2 Written notice of the representative's authority shall be given to the Charity, failing which the Charity shall not be required to accept the right of the representative to

exercise the organisation's rights at meetings. Any such notice given to the Charity shall be conclusive evidence that the representative is entitled to represent the organisation and that his or her authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

- 18.3 The Charity shall be entitled to regard the representative as eligible to represent the Member organisation until written notice to the contrary is received by the Charity.

19 Organisation at general meetings

- 19.1 No business shall be transacted at any general meeting unless a quorum is present.
- 19.2 Ten persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, or one tenth of the total number of Members for the time being, whichever is the greater, shall be a quorum.
- 19.3 A Trustee shall, notwithstanding that he is not a Member be entitled to attend and speak at any general meeting.
- 19.4 There shall be a chairman of every general meeting:
- 19.4.1 The chairman, if any, of the Trustees shall chair every general meeting of the Charity.
- 19.4.2 In the absence of the chairman of the Trustees the vice-chairman, if any, of the Trustees shall act as chairman.
- 19.4.3 If at any meeting neither the chairman nor the vice-chairman is present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting.
- 19.4.4 If there is only one Trustee present and willing to act, he shall chair the meeting.
- 19.4.5 If at any meeting no Trustee is willing to act as chairman or if no Trustee is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 19.5 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
- 19.5.1 if convened on the requisition of Members, shall be dissolved;
- 19.5.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Trustees may determine.

- 19.6 In relation to adjournment of meetings:
- 19.6.1 the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - 19.6.2 when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;
 - 19.6.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DECISIONS OF MEMBERS

20 Voting at general meetings

- 20.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 20.2 Unless a poll is duly demanded, a declaration by the chairman and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.3 A poll on a resolution may be demanded:
- 20.3.1 in advance of the general meeting where it is to be put to the vote, or
 - 20.3.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 20.4 A poll may be demanded by:
- 20.4.1 the chairman of the meeting;
 - 20.4.2 the Trustees;
 - 20.4.3 two or more persons having the right to vote on the resolution; or
 - 20.4.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 20.5 A demand for a poll may be withdrawn if:

- 20.5.1 the poll has not yet been taken, and
- 20.5.2 the chairman of the meeting consents to the withdrawal.
- 20.6 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chairman of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 20.7 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.8 The poll shall be taken in such manner as the chairman of the meeting directs.
- 20.9 The chairman of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.
- 20.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 20.11 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

21 Votes of members

- 21.1 Subject to Articles 20.11 and 21.2 every Member, whether an individual or organisation, shall have one vote.
- 21.2 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid
- 21.3 Subject to Article 21.5, on a vote on a resolution on a show of hands at a meeting:
- 21.3.1 every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
- (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
 - (b) the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.
- 21.3.2 each person authorised and eligible to vote in accordance with Article 18 has the same voting rights as the Member organisation which it represents, save that the Member organisation shall be treated as not having voted on the resolution:

- (a) if more than one person has been authorised in respect of a vote by the same Member organisation, and
- (b) those authorised persons do not vote on the resolution in the same way as each other

21.4 Subject to Article 21.5, on a vote on a resolution on a poll taken at a meeting:

21.4.1 all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies;

21.4.2 all or any of the voting rights of a Member which is an organisation may be exercised by one or more representatives authorised and eligible to vote in accordance with Article 18.

21.5 Where a Member:

21.5.1 is an individual and appoints more than one proxy, the exercise by the Member and/or his proxies taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person;

21.5.2 is an organisation and authorises more than one representative, the exercise by the representatives taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person.

21.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

22 Written resolutions

22.1 Save for a resolution to remove a Trustee before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.

22.2 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

TRUSTEES

23 Trustees

- 23.1 Unless otherwise determined by Ordinary Resolution the maximum number of Trustees shall be thirteen and the minimum number of Trustees shall be three of whom no more than three may be co-opted.
- 23.2 A Trustee may not appoint an alternate director or anyone to act on his behalf at meetings of the Trustees.

24 Appointment of Trustees

- 24.1 Subject to Article 24.2 below any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee by Ordinary Resolution.
- 24.2 No person other than a Trustee retiring in accordance with Article 27 shall be appointed or reappointed a Trustee at any general meeting unless:
- 24.2.1 they are recommended by the Trustees and their nomination is endorsed by the Member organisation to which he belongs or for which he works; or
- 24.2.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if that person were so appointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 24.3 No person may be appointed as a Trustee unless he has attained the age of 18 years.
- 24.4 Not less than seven days nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring at that meeting in accordance with Article 27) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose them at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if they were so appointed or reappointed, be required to be included in the Charity's register of directors.
- 24.5 The Trustees may appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following AGM where he shall be eligible for reappointment. If not reappointed at such AGM, he shall vacate office at the conclusion of that AGM.
- 24.6 In any case where, as a result of death, the Charity has no Members and no Trustees, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Trustee.

- 24.7 For the purposes of Article 24.3, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.
- 24.8 No appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, may be made which would cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- 24.9 Subject to Articles 25 and 26 a Trustee shall hold office until his retirement in accordance with Article 27.

25 Removal of Trustees

- 25.1 The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.

26 Disqualification or vacation of office of Trustees

- 26.1 The office of Trustee shall be vacated if:
- 26.1.1 the Trustee ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 26.1.2 the Trustee is disqualified from acting as a charity trustee by virtue of Section 72 of the Charities Act;
 - 26.1.3 the Trustee becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 26.1.4 a registered medical practitioner who is treating the Trustee gives a written opinion to the Charity stating that the Trustee has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 26.1.5 by reason of the Trustee's mental health, a court makes an order which wholly or partly prevents the Trustee from personally exercising any powers or rights which he would otherwise have;
 - 26.1.6 the Trustee resigns his office by written notice to the Charity provided at least three Trustees remain in office after the resignation takes effect;
 - 26.1.7 the Trustee is absent from all Trustees' meetings without leave for one year and the Trustees resolve that the office be vacated;
 - 26.1.8 the Trustee is removed from office by a resolution of the Trustees that it is in the interests of the Charity his office be so vacated. Such a resolution may only be passed if:

- 26.1.8.1 the Trustee has been given at least 30 clear days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons for its proposal; and
 - 26.1.8.2 the Trustee or, at the option of the Trustee, the Trustee's representative, who need not be a Trustee or a Member of the Charity, has been permitted to make written representations in advance of the meeting;
 - 26.1.8.3 the Trustee or, at the option of the Trustee, the Trustee's representative, who need not be a Trustee or a Member of the Charity, has been permitted to make representations to the meeting if the written representations submitted prior to the meeting are not considered satisfactory to the Trustees.
- 26.1.9 the Trustee is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by the Act or the Articles;
- 26.1.10 (should the Charity be considered to be a children's charity under section 36 of the Criminal Justice and Court Services Act 2000 or paragraph 4 of schedule 4 to the Safeguarding Vulnerable Groups Act 2006 or any statutory re-enactment or modification of those provisions) the Trustee is or becomes disqualified from working with children or is or becomes disqualified from acting as a trustee of a children's charity;
- 26.1.11 (should the Charity be considered a vulnerable adults' charity in accordance with paragraph 8 of schedule 4 to the Safeguarding Vulnerable Groups Act 2006 or any statutory re-enactment or modification of that provision) the Trustee is or becomes disqualified from working with vulnerable people or is or becomes disqualified from acting as a trustee of a vulnerable adults' charity;
- 26.1.12 the Trustee is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Trustees resolve that his office be vacated;
- 26.1.13 the Trustee fails to agree to a reasonable request by the Trustees that the Trustee signs a declaration that they are a fit and proper person to act as such and the Trustees resolve that his office be vacated; or
- 26.1.14 the Trustee fails to agree to a reasonable request by the Trustees for a Criminal Records Bureau check (or equivalent) to be undertaken in respect of them.
- 26.2 A decision of the Trustees made in accordance with this Article 26 shall be final.

27 Retirement of Trustees

- 27.1 Subject to Articles 27.2 and 27.3 below, the term of office for each Trustee shall commence with his appointment and he shall retire at the AGM held in the third year following his appointment.
- 27.2 A person retiring from the office of Trustee in accordance with Article 27.1 above shall be eligible for re-election. A person standing for re-election shall put themselves forward for re-election at the AGM held in the third year following his appointment and shall be re-elected if a simple majority of the Members present at that meeting re-elects them.
- 27.3 A person retiring from the office of Trustee after two terms in accordance with Articles 27.1 and 27.2 shall not be eligible for re-election until the AGM in the year following their retirement, at which they may put themselves forward for re-appointment.
- 27.4 In respect of the Trustees holding office at the time this Article 27.4 is adopted, their prior service shall count towards their first or second term as the case may be in accordance with Articles 27.1 and 27.2 above. Those Trustees who have served six or more consecutive years in office at the time this Article 27.4 is adopted shall retire at the AGM in the year following the adoption of these Articles and shall not be eligible for re-election until the AGM in the year following their retirement, at which they may put themselves forward for re-election in accordance with this Article.

28 Powers and duties of the Trustees

- 28.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity.
- 28.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Trustees have done before the making of the alteration or the passing of the resolution.
- 28.3 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

29 Proceedings and decisions of the Trustees

- 29.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
- 29.2 The Trustees shall meet as regularly as is necessary to conduct the business of the Charity but in any event no less than four times a year.
- 29.3 A meeting of the Trustees:
- 29.3.1 may be called by any Trustee; and

- 29.3.2 shall, at the request of a Trustee, be called by the Secretary (if any).
- 29.4 Notice of any meeting of the Trustees must indicate:
- 29.4.1 its proposed date, time and subject matter;
- 29.4.2 where it is to take place; and
- 29.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 29.5 In fixing the date and time of any meeting of the Trustees, the Trustee calling it shall try to ensure, subject to the urgency of any matter to be decided by the Trustees, that as many Trustees as practicable are likely to be available to participate in it.
- 29.6 Notice of a meeting of the Trustees must be given to each Trustee, but need not be in writing.
- 29.7 Notice of a meeting of the Trustees need not be given to Trustees who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 29.8 Trustees are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 29.9 Any Trustee may participate in a meeting of the Trustees by means of video conference, telephone or any suitable electronic means agreed by the Trustees whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 29.10 In relation to the quorum for a meeting of the Trustees:
- 29.10.1 no decision other than a decision to call a meeting of the Trustees or a general meeting shall be taken by the Trustees unless a quorum participates in the decision-making process;
- 29.10.2 the quorum for decision-making by the Trustees may be fixed from time to time by a decision of the Trustees, provided it shall not be less than one third of their number or three Trustees, whichever is the greater;
- 29.10.3 if the total number of Trustees for the time being is less than the quorum required for decision-making by the Trustees, the Trustees shall not take any decision other than a decision:
- 29.10.3.1 to appoint further Trustees, or

- 29.10.3.2 to call a general meeting so as to enable the Members to appoint further Trustees;
- 29.10.4 a Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 29.11 Questions arising at a meeting shall be decided by a majority of votes.
- 29.12 The Trustees:
- 29.12.1 shall elect a chairman for a term decided by the Trustees, and may elect a vice-chairman from among their number, who shall hold office for no more than five consecutive years, after which they may not stand for re-election as chairman for a period of at least 1 year, although they shall always be eligible for re-election in accordance with this Article;
- 29.12.2 present, shall, if at any meeting where neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for holding the same, or if there is no chairman or vice-chairman, choose one of their number to chair the meeting.
- 29.13 In the case of an equality of votes, the chairman shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chairman is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes. No Trustee in any other circumstances shall have more than one vote.
- 29.14 All acts done by any meeting of the Trustees or of a committee, or by any person acting as a Trustee, shall, notwithstanding that it be afterwards discovered that:
- 29.14.1 there was some defect in the appointment of any such Trustee or person acting as a Trustee; or
- 29.14.2 they or any of them were disqualified; or
- 29.14.3 they or any of them were not entitled to vote on the matter,
- be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
- 29.15 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held and may consist of several documents in like form each signed by one or more Trustees.
- 29.16 Subject to the Articles, the Trustees may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Trustees.

30 Delegation by the Trustees

- 30.1 The Trustees may delegate any of their powers to any committee consisting of one or more Trustees.
- 30.2 The Trustees shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- 30.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Trustees delegate;
 - 30.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 30.3 Subject to and in default of any other terms imposed by the Trustees:
- 30.3.1 the chairman and vice-chairman shall be ex-officio members of every committee appointed by the Trustees;
 - 30.3.2 the members of a committee may, with the approval of the Trustees, appoint such persons, not being Trustees, as they think fit to be members of that committee;
 - 30.3.3 a committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
 - 30.3.4 a committee may meet and adjourn as it thinks proper;
 - 30.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
 - 30.3.6 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;
- and subject thereto committees to which the Trustees delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Trustees.
- 30.4 The terms of any delegation to a committee shall be recorded in the minute book.
- 30.5 The Trustees may revoke or alter a delegation.
- 30.6 All acts and proceedings of committees shall be reported to the Trustees fully and promptly.

31 Delegation of day to day management

- 31.1 The Trustees may delegate day to day management and administration of the Charity to one or more managers.
- 31.2 In respect of each manager the Trustees shall:
- 31.2.1 provide a description of the manager's role; and
 - 31.2.2 set the limits of the manager's authority.
- 31.3 The managers shall report regularly and promptly to the Trustees on the activities undertaken in accordance with their role.

SECRETARY, MINUTES AND SEAL

32 Secretary

- 32.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Trustees for such term at such remuneration and on such conditions as the Trustees may think fit. Any Secretary so appointed by the Trustees may be removed by them.
- 32.2 A Secretary who is also a Trustee may not be remunerated save as permitted in accordance with the Articles.

33 Minutes

- 33.1 The Trustees shall ensure that the Charity keeps records, in writing, comprising:
- 33.1.1 minutes of all proceedings at general meetings;
 - 33.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
 - 33.1.3 details of appointments of officers made by the Trustees; and
 - 33.1.4 minutes of meetings of the Trustees and committees of the Trustees, including the names of the Trustees present at the meeting.
- 33.2 The Trustees shall ensure that the records comprising 33.1.1 and 33.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

34 The Seal

- 34.1 The Trustees shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Trustees or of a committee authorised by the Trustees on its behalf. The Trustees may determine who shall sign any instrument to

which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.

34.2 For the purposes of this Article, an authorised person is:

34.2.1 any Trustee;

34.2.2 the Secretary (if any); or

34.2.3 any person authorised by the Trustees for the purpose of signing documents to which the Seal is applied.

ACCOUNTS AND AUDIT

35 Accounts

35.1 The Trustees shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:

35.1.1 annual reports;

35.1.2 annual returns; and

35.1.3 annual statements of account.

35.2 Accounting records relating to the Charity shall be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.

35.3 The Trustees shall supply a copy of the Charity's latest available statement of account to any Trustee or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

36 Audit

36.1 Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

COMMUNICATION

37 Means of communication

37.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:

- 37.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
- 37.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
- 37.1.3 by fax to a fax number notified by the Member in writing;
- 37.1.4 in electronic form to an address notified by the Member in writing;
- 37.1.5 by a website, the address of which shall be notified to the Member in writing; or
- 37.1.6 by advertisement in at least two national newspapers.
- 37.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 37.3 If a notice or document:
- 37.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member;
- 37.3.2 is sent by post or other delivery service in accordance with Article 37.1.2 above it is treated as being delivered:
- 37.3.2.1 24 hours after it was posted, if first class post was used; or
- 37.3.2.2 48 hours after it was posted or given to delivery agents, if first class post was not used;
- provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
- 37.3.2.3 properly addressed; and
- 37.3.2.4 put into the postal system or given to delivery agents with postage or delivery paid.
- 37.3.3 is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent;
- 37.3.4 is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent;
- 37.3.5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received

(or is deemed to have received) notice of the fact that the material was available on the website.

- 37.4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

INDEMNITY

38 Indemnity

- 38.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Trustee or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

RULES AND BYELAWS

39 Rules or byelaws

- 39.1 The Trustees may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 39.1.1 the rights and privileges of Members and the conditions of membership;
 - 39.1.2 the conduct of Members in relation to one another and to the Charity's employees and volunteers;
 - 39.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes; and
 - 39.1.4 the procedure at general meetings and meetings of the Trustees and committees in so far as such procedure is not regulated by these Articles.
- 39.2 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.

39.3 The Trustees shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

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